

# UNION STATE CHARTER APPROVAL SHEET

\*\* KEEP WITH DOCUMENT \*\*

DOCUMENT CODE TCI BUSINESS CODE \_\_\_\_\_

# 16-13-00975471

Close \_\_\_\_\_ Stock \_\_\_\_\_ Nonstock \_\_\_\_\_

P.A. \_\_\_\_\_ Religious \_\_\_\_\_

Merging (Transferor) \_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_



1000362008330559

ID # 00000282 ACK # 1000362008330559  
PAGES: 0006  
GUARDIAN FUND II - GEORGIA FUNDING LLC

07/22/2015 AT 12:48 P WO # 0004510308

New Name \_\_\_\_\_

## FEES REMITTED

Base Fee: 20  
Org. & Cap. Fee: \_\_\_\_\_  
Expedite Fee: \_\_\_\_\_  
Penalty: \_\_\_\_\_  
County State Recordation Tax: 0  
State Transfer Tax: 0  
Certified Copies \_\_\_\_\_  
Copy Fee: \_\_\_\_\_  
Certificates \_\_\_\_\_  
Certificate of Status Fee: \_\_\_\_\_  
Personal Property Filings: \_\_\_\_\_  
Mail Processing Fee: \_\_\_\_\_  
Other: MONTGOMERY 0  
County Transfer  
TOTAL FEES: 20

Change of Name \_\_\_\_\_  
Change of Principal Office \_\_\_\_\_  
Change of Resident Agent \_\_\_\_\_  
Change of Resident Agent Address \_\_\_\_\_  
Resignation of Resident Agent \_\_\_\_\_  
Designation of Resident Agent \_\_\_\_\_  
and Resident Agent's Address \_\_\_\_\_  
Change of Business Code \_\_\_\_\_

Adoption of Assumed Name \_\_\_\_\_

Other Change(s) \_\_\_\_\_

Code \_\_\_\_\_

Attention: \_\_\_\_\_

Mail: Name and Address

NEUBERGER, QUINN, GIELEN, RUBIN & GIBBER  
27TH FLOOR  
ONE SOUTH STREET  
BALTIMORE MD 21202-3298

Credit Card \_\_\_\_\_ Check ☒ Cash \_\_\_\_\_

7 Documents on 1 Checks

Approved By: 14

Keyed By: \_\_\_\_\_

COMMENT(S):

6 OF 7

Stamp Work Order and Customer Number HERE

CUST ID: 0003293728  
WORK ORDER: 0004510308  
DATE: 08-10-2015 10:15 AM  
AMT. PAID: \$140.00

Office Use Only

# REPORT OF TRANSFER OF CONTROLLING INTEREST

(Please read the instructions below before completing this form)

1. Type of filing: ☒ Regular ☐ Permissive

2. Date of final transfer: July 22, 2015

3. Name of Real Property Entity whose interest is being transferred: Guardian Fund II – Georgia Funding LLC

4. Mailing address for Real Property Entity: 6000 Executive Blvd, Suite 400, N. Bethesda MD 20852

5. Type of Real Property Entity: ☐ Corp ☒ LLC ☐ LP ☐ GP or Joint Venture  
☐ Unincorporated REIT ☐ Other-specify \_\_\_\_\_

6. State of formation: Maryland

7. Total consideration for the controlling interest being transferred: \$ ZERO consideration being paid

8. List below the value attributable to each of the following assets:

a) Maryland Real Property	\$ <u>11,750,000</u>
b) Non-Maryland Real Property	\$ _____
c) Cash	\$ _____
d) Securities	\$ _____
e) Maryland Tangible Personal Property*	\$ _____

\*Provide SDAT personal property account # for each return:

f) Non-Maryland Tangible Personal Property	\$ _____
g) Other: Attach description and method of valuation	\$ _____

9. Gross value of Real Property Entity assets: \$11,750,000

10. Real property in Maryland directly or beneficially owned by the Real Property Entity:

**Parcel 1:**

County Name	SDAT Account No.	Address or brief description
Montgomery County	00975471	8701 Georgia Avenue

Description of building/improvements: Office building

Title holder if different from Item 3 above: Georgia Cameron Associates LLC

Consideration attributable to the parcel: \$ ZERO

### Parcel 2:\*

County Name	SDAT Account No.	Address or brief description

Description of building/improvements: \_\_\_\_\_

Title holder if different from Item 3 above:

Consideration attributable to the parcel: \$ \_\_\_\_\_

\*If more than two parcels, attach a separate sheet and indicate total number of parcels: \_\_\_\_\_

**11. Specify and explain any exemptions authorized by law being claimed with this filing:**

(Attach a separate sheet if more space is required).

**See Attachment**

**12. Transfer and Recordation taxes paid with this filing:**

Item 7 amount: \$  x  $\frac{\text{Item 8a amount}}{\text{Total amount}}$  = \$  x  $\frac{\text{Co. Rate}}{\text{Co. Recordation}}$  = \$

Item 8a amount

Total amount

Co. Rate

Co. Recordation

Item 9 amount: \$   $\times 0.5\% = \$$

Total amount

St. Rate

## State Transfer

$$\frac{\$ \text{Total amount}}{\text{St. Rate}} \times \text{Co. Transfer} = \$$$

Total amount

St. Rate


Co. Transfer

Total Taxes \$ **20.00** (filing fee)

Add the **\$20 filing fee** to the amount of the total taxes and make the check payable to the State Department of Assessments & Taxation.

13. I hereby declare under the penalties of perjury, pursuant to § 1-201 of the Maryland Tax-Property Code Annotated, that this filing (including any accompanying forms and attachments) has been examined by me and the information contain herein, to the best of my knowledge and belief, is true, correct and complete, that I am authorized to make this filing on behalf of the Real Property Entity, that I have accurately reported the percentage of controlling interest being transferred, that I have fully reported the consideration attributable to Maryland Real Property, and that I have answered truthfully each item of information requested on the form.

GUARDIAN FUND II – GEORGIA FUNDING LLC, a Maryland limited liability company

By:   
Anthony G. LaBarbera, Authorized Person

Signature of authorized filer

Date 7/22/15

14. Contact information for this filing:

<u>Robert M. Ercole, Esquire</u>	<u>410-332-8559</u>
Name	Telephone

<u>One South Street, 27<sup>th</sup> Floor,</u>	<u>Baltimore, Maryland</u>	<u>21202</u>
Address	City State	Zip code

**Attachment To and Made Part of  
Report of Transfer of Controlling Interest  
Of  
Guardian Fund II – Georgia Funding LLC**

11. Specify and explain any exemptions authorized by law being claimed with this filing:

The exemption claimed is Section 12-117(c)(3) of the Tax Property Article of the Annotated Code of Maryland which provides that “The recordation tax is not imposed on the transfer of a controlling interest in a real property entity to another business if the ownership interests in the transferee business entity are held by the same persons in the same proportions as in the real property entity the controlling interest of which was transferred.”

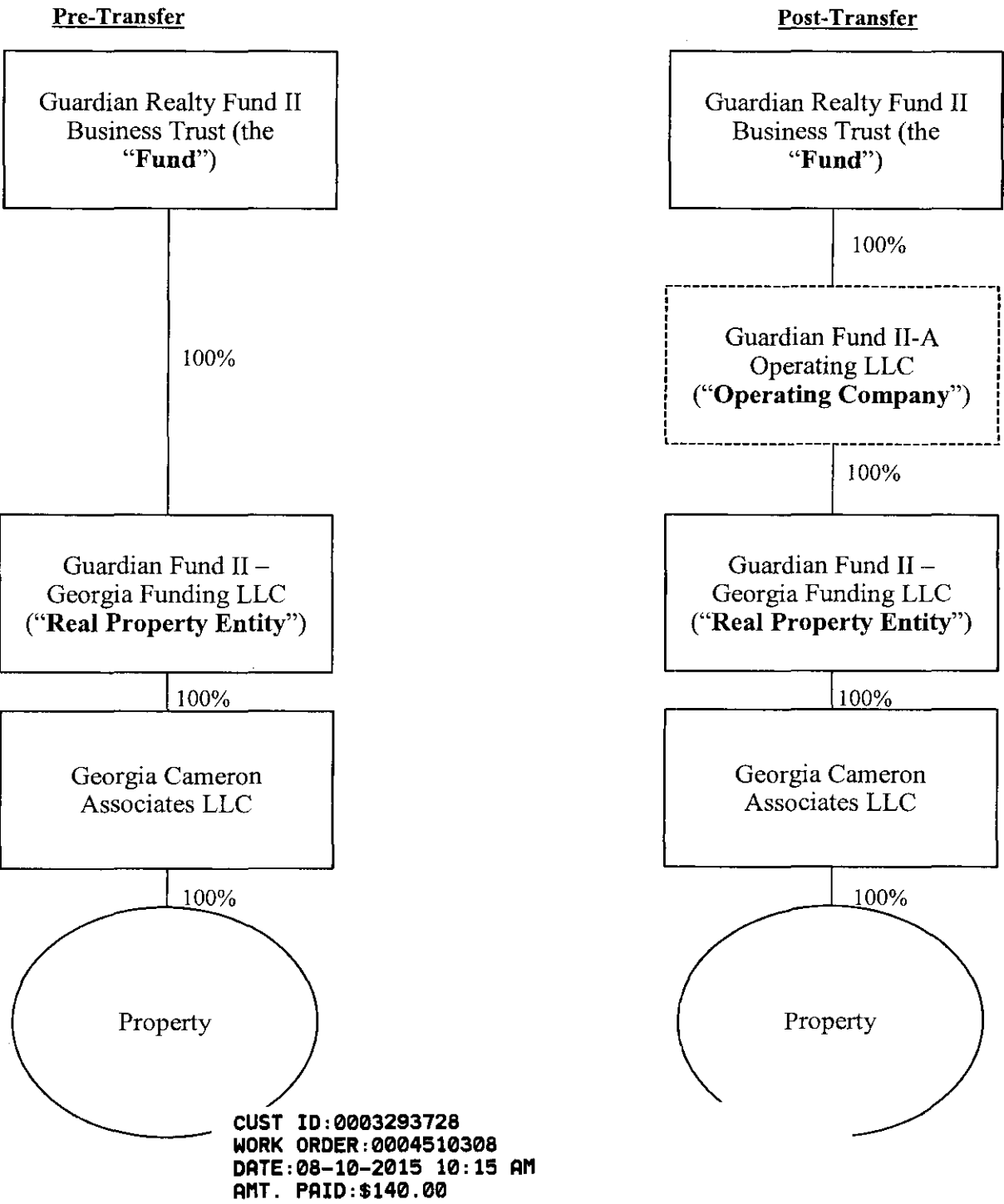
Guardian Fund II – Georgia Funding LLC, a Maryland limited liability company (the “**Real Property Entity**”), owns 100% of Georgia Cameron Associates LLC, a Maryland limited liability company. Georgia Cameron Associates LLC is the owner of the Maryland Real Property referred to in Section 10. The Real Property Entity was 100% owned by Guardian Realty Fund II Business Trust, a Maryland business trust (the “**Fund**”), prior to the transfer.

The Fund has formed Guardian Fund II-A Operating LLC, a Maryland limited liability company (the “**Operating Company**”) which is 100% owned by the Fund. The Fund has contributed 100% of its interests in the Real Property Entity to the Operating Company.

Accordingly, the transfer of the controlling interest in the Real Property Entity is exempt under Section 12-117(c)(3) and corresponding Sections of the Tax-Property Article.

The Structure Chart on the following page depicts the organizational structure before and after the transfer.

STRUCTURE CHART



Dashed lines represent the new Operating Company to which the Fund has transferred its interests in the Real Property Entity.